

PLAN AND ARTICLES OF MERGER

This Plan of Merger (the "Plan") is made and entered into this ____ day of _____, 2014 by and between the Northeast Library System, a Nebraska non-profit corporation ("Northeast") and Eastern Library System, a Nebraska non-profit corporation ("Eastern").

WHEREAS, due to the changing circumstances in funding of their operations, the boards of directors of Northeast and Eastern have determined that the two entities shall be merged as provided under the Nebraska Non-Profit Corporation Act.

NOW, THEREFORE, the parties hereto agree as follows:

1. Names of the Merged Corporation and the Surviving Corporation: The merged corporation shall be Eastern and the surviving corporation shall be Northeast.
2. Terms and Conditions of the Merger. Upon approval of this Plan by the members of Eastern and Northeast, Eastern and Northeast shall immediately proceed to effectuate the merger of Eastern into Northeast. The merger shall be effective on January 1, 2015 although the Articles of Merger may be filed before January 1, 2015. Articles of Merger shall be filed with the office of the Nebraska Secretary of State. Upon the effective date, the merger of Eastern into Northeast shall be effective and the separate existence of Eastern shall cease.
3. Members. On the effective date all members of Eastern shall be members of Northeast.
4. Name Change; Amended and Restated Articles of Incorporation. Northeast shall change its name to Three Rivers Library System ("Three Rivers"), effective on January 1, 2015. Northeast shall cause Amended and Restated Articles of Incorporation in the form approved by the boards of Eastern and Northeast to be filed with the office of the Nebraska Secretary of State with an effective date of January 1, 2015, and Northeast shall publish notice of the merger and the filing of the Amended and Restated Articles of Incorporation as may be required under Nebraska law.
5. Assets and Liabilities of Eastern and Northeast. All of the assets and liabilities of Eastern shall be transferred to Northeast as of January 1, 2015 with no separate bill of sale being required.
6. Board of Directors. Assuming that the members of Eastern and Northeast approve this Plan, there shall be seven directors on the board of directors of Three Rivers Library System who are: Kathy Ageton, Rose Barcal, Francine Canfield, Laura England-Biggs, Beth Foulks, Lauran Lofgren, and Aimee Morlan.

If the members of both corporations do not approve this Plan, the members of Three Rivers may elect directors as provided under their respective articles of incorporation and by-laws.

IN WITNESS WHEREOF the foregoing Plan of Merger was approved by the boards of directors of both parties and executed on the _____ day of _____, 2014 by the President of each party.

EASTERN LIBRARY SYSTEM

By: _____
_____, its President

NORTHEAST LIBRARY SYSTEM

By: _____
_____, its President